

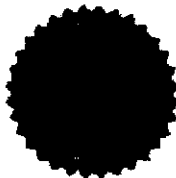
Exhibit B:
Certificate of Formation and
Certificate to Transact Business in the State of Illinois

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "C III COMMUNICATIONS OPERATIONS, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2003, AT 5 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3627662 8100

030111245

AUTHENTICATION: 2268611

DATE: 02-21-03

CERTIFICATE OF FORMATION

of

C III Communications Operations, LLC

This Certificate of Formation is being duly executed and filed by the undersigned authorized person to form a limited liability company under the Delaware Limited Liability Company Act (the "Act"). It is hereby certified as follows:

FIRST. The name of the limited liability company (the "Company") is: C III Communications Operations, LLC.

SECOND. The address of the registered office of the Company in the State of Delaware is: c/o Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808. The name of the registered agent of the Company at such address is: Corporation Service Company.

THIRD. The purpose of the Company is to engage in any lawful act or activity for which a limited liability company may be organized under the Act.

FOURTH. In furtherance and not in limitation of the powers conferred by the Act, the Company shall be governed by a limited liability company agreement.

FIFTH. The Company shall to the fullest extent permitted by the provisions of Section 18-108 of the Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said Section 18-108 from and against any and all matters, and the indemnification provided for herein shall not be deemed exclusive of any other right to which any person may be entitled under the Company's limited liability company agreement, or otherwise.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Formation as of February 20, 2003.

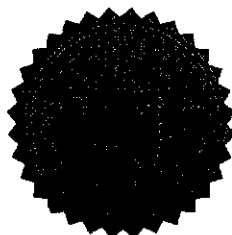
/s/ Joshua P. Kleiman
Joshua P. Kleiman
Authorized Person

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "C III COMMUNICATIONS OPERATIONS, LLC", CHANGING ITS NAME FROM "C III COMMUNICATIONS OPERATIONS, LLC" TO "BROADWING COMMUNICATIONS, LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JUNE, A.D. 2003, AT 5:28 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3627662 8100

AUTHENTICATION: 2489598

030413344

DATE: 06-23-03

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF FORMATION

OF

C III COMMUNICATIONS OPERATIONS, LLC

1. The name of the limited liability company is C III Communications Operations, LLC.

2. The Certificate of Formation of the Company is hereby amended by deleting in its entirety Article 1 of the Certificate of Formation and substituting the following therefor:

"1. The name of the limited liability company (the "Company") is Broadwing Communications, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation of C III Communications Operations, LLC this 18th day of June, 2003.

C III COMMUNICATIONS OPERATIONS, LLC

By 

Howard L. Rosenberg, Authorized Person

Form **LLC-45.25**

January 1999

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
<http://www.sos.state.il.us>

*Payment may be made by business
firm check payable to Secretary of State.
(If check is returned for any reason this
filing will be void.)*

**Illinois
Limited Liability Company Act**

Amended Application for Admission

Filing Fee (See note)

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date 06-25-2003
Assigned File # 0088-030-2
Filing Fee \$ 100-
Approved: [Signature]

This space for use by
Secretary of State

FILED

JUN 25 2003

**LIMITED LIABILITY CO. DIV.
JESSE WHITE
SECRETARY OF STATE**

1. Limited Liability Company name: C III Communications Operations, LLC
2. File number assigned by the Secretary of State: 00880302
3. Federal employer identification number (F.E.I.N.): 75-3105020
4. This amended application is accompanied by a copy of the Articles of Amendment to the Articles of Organization, as evidence of any change, such copy being duly authenticated by the proper officer of the state or country wherein the limited liability company is organized, which certification is not more than 60 days old.
5. The text of the amendment is:

THE COMPANY IS CHANGING ITS NAME FROM C III Communications Operations, LLC to Broadwing Communications, LLC.
NEW PRINCIPAL OFFICE WHEREVER LOCATED IS: 1122 Capital of Texas Highway South, Austin, TX 78746.
6. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this amended application for admission is to the best of my knowledge and belief, true, correct and complete.

Dated 6/24, 03
(Month/Day) (Year)

[Signature]
(Signature)

Kim D. Larsen, Member
(Type or print name and title)

(If applicant is a company or other entity, state name of company
and indicate whether it is a member or manager of the LLC.)

NOTE:

If the only amendment reported is a change in the registered agent and/or registered office, the filing fee is \$25.
If other changes are reported, the filing fee is \$100.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 14, 2003

0088030-2

C T CORPORATION SYSTEM
208 SOUTH LASALLE STREET
CHICAGO, IL 60604-1136

RE C III COMMUNICATIONS OPERATIONS, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**
January 1999

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
<http://www.sos.state.il.us>

Payment must be made by certified check, cashier's check, Illinois attorney's C.P.A.'s check or money order, payable to "Secretary of State."

Illinois
Limited Liability Company Act

Application for Admission to Transact Business

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date: 3-14-03
Assigned File # 0088-030-2
Filing Fee \$400
Penalty \$
Approved JB \$

This space for use by
Secretary of State

FILED

MAR 14 2003

**LIMITED LIABILITY CO. DIV.
JESSE WHITE
SECRETARY OF STATE**

1. Limited Liability Company name: C III Communications Operations, LLC
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: _____
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Federal Employer Identification Number (F.E.I.N.): 75-3105020
4. Jurisdiction of Organization: Delaware
5. Date of Organization: 02/20/2003
6. Period of Duration: Perpetual
(See #14 on back)
7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):
701 Pennsylvania Avenue, NW, Suite 900, Attn: Robert E. Stup, Jr.
(Number) (Street) (Suite)
Washington DC 20004
(City/State) (ZIP Code) (County)
8. Registered agent: C T Corporation System
(First name) (Middle Name) (Last Name)
Registered Office: c/o C T Corporation System, 208 South LaSalle Street
(Number) (Street) (Suite #)
(P.O. Box or c/o Chicago Cook Illinois 60604
are unacceptable) (City) (County) (ZIP Code)
9. The date on which this foreign LLC first did business in Illinois: upon filing

LLC-45.5

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

See attached

11. The limited liability company is managed by:

☐ manager(s)

☒ vested in member(s)


12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated March 12, 2003
(Month/Day) (Year)


(Signature)
(Signature must comply with Section 5-45 of ILLCA)
Lynn D. Anderson, Member
(Type or print name and title)

*(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

*Please refer to Sections 178.20(d) and (e) of the Administrative Rules



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

0088030-2

06/25/2003

C T CORPORATION SYSTEM
208 SOUTH LASALLE STREET
CHICAGO, IL 60604-1136

RE BROADWING COMMUNICATIONS, LLC
OLD: C III COMMUNICATIONS OPERATIONS, LLC

DEAR SIR OR MADAM:

AMENDED APPLICATION FOR ADMISSION HAS BEEN PLACED ON FILE, AND THE
LIMITED LIABILITY COMPANY HAS BEEN CREDITED WITH THE REQUIRED
FILING FEE.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC



LC0182354

Form **LLC-45.25**

January 1999

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
<http://www.sos.state.il.us>

Payment may be made by business
firm check payable to Secretary of State.
(If check is returned for any reason this
filing will be void.)

Illinois Limited Liability Company Act

Amended Application for Admission

Filing Fee (See note)

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date 06-25-2003Assigned File # 0088-0322Filing Fee \$ 100-Approved: [Signature]This space for use by
Secretary of State**FILED**

JUN 25 2003

LIMITED LIABILITY CO. DIV.
JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company name: C III Communications Operations, LLC

PAID

2. File number assigned by the Secretary of State: 00880302

JUN 26 2003

3. Federal employer identification number (F.E.I.N.): 75-3105020

4. This amended application is accompanied by a copy of the Articles of Amendment to the Articles of Organization, as evidence of any change, such copy being duly authenticated by the proper officer of the state or country wherein the limited liability company is organized, which certification is not more than 60 days old.

5. The text of the amendment is:

THE COMPANY IS CHANGING ITS NAME FROM C III Communications Operations, LLC to Broadwing Communications, LLC.

NEW PRINCIPAL OFFICE WHEREVER LOCATED IS: 1122 Capital of Texas Highway South, Austin, TX 78746.

6. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this amended application for admission is to the best of my knowledge and belief, true, correct and complete.

Dated 6/24, 03
(Month/Day) (Year)

[Signature]
(Signature)

Kim D. Larsen, Member

(Type or print name and title)

(If applicant is a company or other entity, state name of company
and indicate whether it is a member or manager of the LLC.)

NOTE:

If the only amendment reported is a change in the registered agent and/or registered office, the filing fee is \$25.
If other changes are reported, the filing fee is \$100.

LLC-5.2

JL062 - 1/24/02 C.T. Filing Manager Online